

This order is SIGNED.

Dated: November 20, 2017


KEVIN R. ANDERSON
U.S. Bankruptcy Judge



slo

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:

Case No. 17-29073

VIDANGEL, INC.,

Chapter 11

Debtor,

Judge Kevin R. Anderson

**FINAL ORDER AUTHORIZING THE PAYMENT OF CERTAIN
PRE-PETITION AND POST-PETITION TAXES AND FEES**

Upon the motion (the “**Motion**”)¹ filed by the above-captioned debtor and debtor-in-possession (the “**Debtor**”) seeking entry of an order authorizing the Debtor to pay pre-petition and post-petition taxes and fees; and the Court, having reviewed the Motion and having heard the statements of counsel in support of the relief requested in the Motion at the hearing before the Court (the “**Hearing**”), finds that the Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334, that this is a core matter under 28 U.S.C. § 157(b)(2), that notice of the Motion and the Hearing were sufficient under the circumstances and that no further notice need be given; and the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein and that such relief is necessary to avoid immediate and irreparable harm to the Debtor’s estate,

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as provided herein on a final basis.
2. The Debtor is authorized, but not required, to remit and pay (or use tax credits to offset) the Taxes and Fees that accrued prior to the Petition Date and that will become payable during the pendency of this Chapter 11 case and remit and pay (or use tax credits to offset) Taxes and Fees that arise or accrue in the ordinary course of business on a post-petition basis.
3. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the pre-petition or post-petition obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtor's designation of any particular check or electronic payment request as approved by this Final Order.
4. The Debtor is authorized to issue post-petition checks, or to effect post-petition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of this Chapter 11 case with respect to pre-petition amounts owed in connection with any Taxes and Fees.
5. Notwithstanding Bankruptcy Rules 6004(h), 7062, or 9014, the terms and conditions of this Order shall be immediately effective upon its entry.
6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

[END OF DOCUMENT]

DESIGNATION OF PARTIES TO RECEIVE NOTICE

Service of the foregoing **FINAL ORDER AUTHORIZING THE PAYMENT OF CERTAIN PRE-PETITION AND POST-PETITION TAXES AND FEES** shall be served to the parties and in the manner designated below:

By Electronic Service: I certify that the parties of record in this case as identified below, are registered CM/ECF users.

- J. Thomas Beckett tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com;kstankevitz@parsonsbehle.com
- Laurie A. Cayton tr laurie.cayton@usdoj.gov, James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Suzanne.Verhaal@usdoj.gov
- Michael R. Johnson mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com
- David H. Leigh dleigh@rqn.com, dburton@rqn.com;docket@rqn.com
- Grace S. Pusavat gpusavat@parsonsbehle.com
- Brian M. Rothschild brothschild@parsonsbehle.com, ecf@parsonsbehle.com
- United States Trustee USTPRegion19.SK.ECF@usdoj.gov

By U.S. Mail - In addition to the parties of record receiving notice through the CM/ECF system, the following parties should be served notice pursuant to Fed R. Civ. P. 5(b).

Tanner LLC
Key Bank Tower
36 S State Street
Suite 600
Salt Lake City, UT 84111-1400

Todd Rosen
Munger, Tolles & Olson, LLP
350 South Grand Avenue, 50th Floor
Los Angeles, CA 90071-3426

Kelly M. Klaus
Munger, Tolles & Olson, LLP
350 South Grand Avenue, 50th Floor
Los Angeles, CA 90071-3426

Gil Miller
Rocky Mountain Advisory
215 South State Street Ste 550
Salt Lake City, UT 84111

Analysis Group, Inc.
333 South Hope Street, 27th Floor
Los Angeles, CA 90071

Dated this 13th day of November, 2017.

PARSONS BEHLE & LATIMER

By: /s/ Brian M. Rothschild

Brian M. Rothschild
Proposed Attorneys for VidAngel, Inc.

Certificate of Notice Page 4 of 5
United States Bankruptcy Court
District of UtahIn re:
VidAngel, Inc.
DebtorCase No. 17-29073-KRA
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 1088-2

User: sjl
Form ID: pdfor1Page 1 of 2
Total Noticed: 5

Date Rcvd: Nov 20, 2017

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Nov 22, 2017.

consult	+Analysis Group, Inc., 333 South Hope Street, 27th Floor, Los Angeles, CA 90071-1406
fa	+Gil Miller, Rocky Mountain Advisory, 215 South State Street Ste 550, Salt Lake City, UT 84111-2356
sp	Kelly M. Klaus, Munger, Tolles & Olson, LLP, 350 South Grand Avenue, 50th Floor, Los Angeles, CA 90071-3426
fa	+Tanner LLC, Key Bank Tower, 36 S State Street, Suite 600, Salt Lake City, UT 84111-1400, UNITED STATES 84111-1400
sp	Todd Rosen, Munger, Tolles & Olson, LLP, 350 South Grand Avenue, 50th Floor, Los Angeles, CA 90071-3426

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Nov 22, 2017

Signature: /s/Joseph Speetjens**CM/ECF NOTICE OF ELECTRONIC FILING**

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on November 20, 2017 at the address(es) listed below:

Brian M. Rothschild	on behalf of Debtor	VidAngel, Inc.	brothschild@parsonsbehle.com, ecf@parsonsbehle.com
David H. Leigh	on behalf of Interested Party	Turner Entertainment Company	dleigh@rqn.com, dburton@rqn.com;docket@rqn.com
David H. Leigh	on behalf of Interested Party	New Line Productions, Inc.	dleigh@rqn.com, dburton@rqn.com;docket@rqn.com
David H. Leigh	on behalf of Attorney David H.	Leigh	dleigh@rqn.com, dburton@rqn.com;docket@rqn.com
David H. Leigh	on behalf of Interested Party	Lucasfilm Ltd.	dleigh@rqn.com, dburton@rqn.com;docket@rqn.com
David H. Leigh	on behalf of Interested Party	MVL Film Finance LLC	dleigh@rqn.com, dburton@rqn.com;docket@rqn.com
David H. Leigh	on behalf of Interested Party	Disney Enterprises, Inc.	dleigh@rqn.com, dburton@rqn.com;docket@rqn.com
David H. Leigh	on behalf of Interested Party	Twentieth Century Fox Film Corporation	dleigh@rqn.com, dburton@rqn.com;docket@rqn.com
David H. Leigh	on behalf of Interested Party	Warner Brothers Entertainment, Inc.	dleigh@rqn.com, dburton@rqn.com;docket@rqn.com
Grace S. Pusavat	on behalf of Debtor	VidAngel, Inc.	gpusavat@parsonsbehle.com
J. Thomas Beckett	on behalf of Debtor	VidAngel, Inc.	tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com;kstankevitz@parsonsbehle.com
Laurie A. Cayton tr	on behalf of U.S. Trustee	United States Trustee	laurie.cayton@usdoj.gov, James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Suzanne.Verhaal@usdoj.gov
Michael R. Johnson	on behalf of Interested Party	Lucasfilm Ltd.	mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com
Michael R. Johnson	on behalf of Interested Party	Twentieth Century Fox Film Corporation	mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com
Michael R. Johnson	on behalf of Interested Party	New Line Productions, Inc.	mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com
Michael R. Johnson	on behalf of Attorney Michael R.	Johnson	mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com
Michael R. Johnson	on behalf of Interested Party	Warner Brothers Entertainment, Inc.	mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com

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Page 2 of 2
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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Michael R. Johnson	on behalf of Interested Party	Turner Entertainment Company
mjohnson@rqn.com,	docket@rqn.com;dburton@rqn.com	
Michael R. Johnson	on behalf of Interested Party	Disney Enterprises, Inc. mjohnson@rqn.com,
docket@rqn.com;dburton@rqn.com		
Michael R. Johnson	on behalf of Interested Party	MVL Film Finance LLC mjohnson@rqn.com,
docket@rqn.com;dburton@rqn.com		
United States Trustee	USTPRegion19.SK.ECF@usdoj.gov	

TOTAL: 21